

**GATX**
Capital

September 15, 1995

Interstate Commerce Commission
Room 2311
12st Street & Constitution Avenue, N.W.
Washington, DC 20423

RE: Two instruments for filing

To Whom It May Concern:

Enclosed please find two checks, each for \$21.00, each dated, checks numbered #1250 & #1251.

These checks will pay the filing fee for the attached documents:

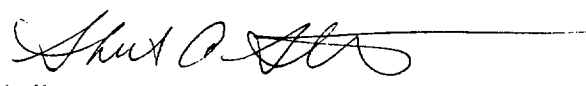
1. Lease Termination Instrument, dated as of August 16, 1995, between GATX Third Aircraft Corporation, and General Electric Railcar Services Corporation (1 original & 1 copy); 10853-C
2. Assignment Agreement, dated as of October 1, 1995, among GATX Capital Corporation, GATX Third Aircraft Corporation, and General Electric Leasing Services Corporation (2 originals). 10694-B

After these two documents have been filed, please send me back filed, stamped versions for our files.

Thank you for your assistance. Any questions, please call me at (415)955-3373.

Very truly yours,

GATX CAPITAL CORPORATION


Sheila A. Stetson
Contract Administratorcc: Rex Railways, 1273 (Lease Termination Instrument); and
CSX Transportation #3336 (Assignment Agreement).RECORDATION NO. 10694-E
FILED 1426

SEP 22 1995 11 25 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10853-H
FILED 1426

SEP 22 1995 11 25 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
SEP 22 11 21 AM '95
LICENSING BRANCH

RECORDATION NO. 10853-H FILED 1426

SEP 22 1995 - 11 25 AM

INTERSTATE COMMERCE COMMISSION
LEASE TERMINATION INSTRUMENT

The undersigned hereby certify that each of (i) the Equipment Lease Agreement, dated as of October 16, 1978 (the "Lease"), between GATX THIRD AIRCRAFT CORPORATION ("GATX"), as lessor, and GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (as ^{assignee} ~~successor~~ to Rex Railways, Inc.) ("GE Rail"), as lessee, recorded by the Interstate Commerce Commission ("ICC") on October 19, 1978, under Recordation Number 9782, as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of September 10, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 9782-A (collectively, the "Lease"), and (ii) the Assignment of Lease, dated October 16, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 10853-C (the "Assignment") is hereby terminated. (cc) TON

This Lease Termination Instrument is solely for the purpose of releasing the Units from the Lease and the Assignment and is without prejudice to any continuing rights and obligations of the parties under the Lease, as amended, or the Assignment.

Dated: August 16, 1995

GATX THIRD AIRCRAFT CORPORATION

By: Thomas C. Noel

Its: VICE PRESIDENT

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: James D. Cone

Its: Senior Vice President and General Counsel